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RECORDATION NO. _____ Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT

MISSOURI PACIFIC RAILROAD EQUIPMENT TRUST, SERIES O
Equipment Trust Agreement dated Feb. 1, 1961
(Original I.C.C. Rec. No. 1928)

THIS SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT, dated as of September 1, 1967, between CHEMICAL BANK NEW YORK TRUST COMPANY, a New York corporation, Trustee (hereinafter called the Trustee), and MISSOURI PACIFIC RAILROAD COMPANY, a Missouri corporation (hereinafter called the Railroad):

WHEREAS, the Equipment Trust Agreement identified in the caption hereof, originally entered into between the Parties hereto (or their respective predecessors) as of the date specified in the caption hereof, is now in effect between the Trustee and the Railroad, and provides for the leasing by the Trustee to the Railroad of certain Trust Equipment as defined and on the terms set forth in said Equipment Trust Agreement; and

WHEREAS, there is now on deposit with the Trustee the amount or amounts set forth in Part I of Exhibit A annexed hereto, representing the Fair Value (determined as provided in the Equipment Trust Agreement) of Trust Equipment heretofore destroyed or sold and released; and

WHEREAS, the Railroad desires to replace said Trust Equipment so destroyed or sold and released with new standard-gauge railroad Equipment of substantially as good material and construction and of value (determined as provided in the Lease) at least equal to the Fair Value of the Trust Equipment so destroyed or sold and released, and has requested and herewith requests the Trustee to apply the amount so deposited and any other available Deposited Cash or Replacement Funds (to the extent necessary) to or toward the purchase of replacement Trust Equipment as herein-after set forth.

NOW, THEREFORE, in consideration of the premises and pursuant to the terms of the Lease, the parties agree:

1. The Trust Equipment as defined and described in the Lease included in said Equipment Trust shall include the new standard-gauge railroad Equipment described in Part II of Exhibit A annexed hereto, which railroad Equipment shall hereafter constitute and be a part of the Trust Equipment of the Equipment Trust referred to herein, as fully and completely as though it had been part of the original Trust Equipment and subject to all the terms and conditions of said Equipment Trust.

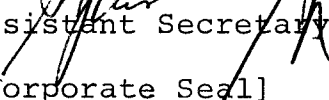
2. The parties hereby confirm that the Trust Equipment described in Part I of Exhibit A annexed hereto is re-

leased and eliminated from the aforesaid Lease and Equipment Trust.

3. This Supplemental Lease is subject to all the terms, covenants, provisions and conditions of the Equipment Trust referred to in the caption hereof, and shall be binding upon the parties hereto, their respective successors and assigns.

IN WITNESS WHEREOF, the Trustee and the Railroad have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals to be hereto affixed, duly attested, as of the day and year first above written.

ATTEST:


Assistant Secretary
[Corporate Seal]

CHEMICAL BANK NEW YORK TRUST COMPANY

By


Trust Officer


ATTEST:


Secretary

[Corporate Seal]

MISSOURI PACIFIC RAILROAD COMPANY

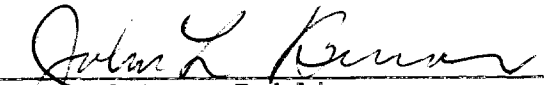
By


Vice President

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 18th day of September, 1967, before me personally appeared M. F. , to me personally known, who being by me duly sworn, says that he is a Trust Officer of CHEMICAL BANK NEW YORK TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]



Notary Public.
JOHN L. BERVAR
Notary Public, State of New York
No. 41-5503390
Qualified in Queens County
Cert. filed with New York County
Term Expires March 30, 1968

STATE OF MISSOURI)
) ss.
CITY OF ST. LOUIS)

On this 8th day of September, 1967, before me personally appeared M. M. Hennelly, to me personally known, who, being by me duly sworn, says that he is a Vice President of MISSOURI PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires September 28, 1970.



Notary Public

[Notarial Seal]

Exhibit A
to
Supp. Lease 9/1/67

MISSOURI PACIFIC RAILROAD EQUIPMENT TRUST, SERIES O
(Original I.C.C. Rec. No. 1928)

Part I

Destroyed or Sold and Released* Trust Equipment
Eliminated from Equipment Trust
and Recap. of Deposited Cash or Replacement Funds

<u>Date of Deposit</u>		<u>Description of Equipment Destroyed, Sold or Released</u>	<u>Fair Value When Destroyed or Sold</u>
March, 1966	3	50-Ton Box Cars, numbered 85233, 85322 and 85421	\$ 25,638.48
March, 1966	1	70-Ton Box Car, numbered 96281	12,592.80
March, 1967	1	50-Ton Box Car, numbered 85428	8,272.65
March, 1967	1	70-Ton Box Car, numbered 96321	<u>12,042.28</u>
Replacement Funds on deposit as of 9-1-67			\$ 58,546.21

Part II

Replacement or Substitute Trust Equipment Added to Equipment Trust

<u>No. Units</u>	<u>Description</u>	<u>Est. Cost and Fair Value</u>
5	100-Ton Gondola Cars (AAR Class GB) numbered 640311-640315, both inclusive	\$ 65,500.00

* If Equipment was previously sold and/or released
such Equipment is included in Part I for confirmation
only and for identification of source of Deposited
Cash or Replacement Funds.